

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re AMERICAN INTERNATIONAL GROUP,
INC. 2008 SECURITIES LITIGATION

Master File No. 08-CV-4772 (LTS)

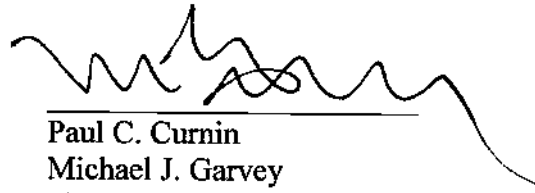
**THE OUTSIDE DIRECTOR DEFENDANTS' JOINDER IN OPPOSITION TO LEAD
PLAINTIFF'S MOTION FOR CLASS CERTIFICATION**

Defendants Stephen F. Bollenbach, Pei-yuan Chia, Marshall A. Cohen, Martin S. Feldstein, Ellen V. Futter, Stephen L. Hammerman, Fred H. Langhammer, George L. Miles Jr., Morris W. Offit, James F. Orr III, Virginia M. Rometty, Michael H. Sutton, Robert B. Willumstad, and Frank G. Zarb (collectively, the "Outside Director Defendants") hereby join and incorporate by reference herein: (i) Defendant AIG's Memorandum of Law in Opposition to Lead Plaintiff's Motion for Class Certification; (ii) Defendant PricewaterhouseCoopers LLP's Memorandum of Law in Opposition to Lead Plaintiff's Motion for Class Certification; and (iii) the Memorandum of Law in Support of the Underwriter Defendants' Opposition to Lead Plaintiff's Motion for Class Certification (collectively, the "Opposition Briefs"). The Outside Director Defendants incorporate by reference, as if fully set forth herein, each and every argument presented in the Opposition Briefs, which have been filed and served contemporaneously with this filing.

WHEREFORE, for the reasons set forth in the Opposition Briefs, the Outside Director Defendants respectfully request that that this Court deny Lead Plaintiff's motion for class certification.

DATED this 17th day of August, 2011.

SIMPSON THACHER & BARTLETT LLP

A handwritten signature in black ink, appearing to read "Paul C. Curnin", is written over a horizontal line.

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